



CORPORATION SERVICE COMPANY

RECORDATION NO. 238994 FILED

AUG 29 '05

4-58 PM

SURFACE TRANSPORTATION BOARD



August 26, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 - Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RE: 146746-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 12, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **STATE OF NORTH DAKOTA DBA NORTH DAKOTA MILL ELEVATOR ASSOCIATION**  
1823 Mill Road PO Box 13078 Grand Forks, ND 58208

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **STATE OF NORTH DAKOTA DBA NORTH DAKOTA MILL ELEVATOR ASSOCIATION** covering 30 hopper cars with reporting marks and numbers – CEFX 76648 – CEFX 76677 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23899 dated 03/13/2002 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12<sup>TH</sup> day of August, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and STATE OF NORTH DAKOTA d/b/a NORTH DAKOTA MILL & ELEVATOR ASSOCIATION, with an address at 1823 Mill Road P.O. Box 13078, Grand Forks, ND 58208-3078 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 20, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on March 13, 2002 and given Recordation Number 23899.

WHEREAS, the Parties have entered into an additional schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of the Industrial Commission of North Dakota and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

STATE OF NORTH DAKOTA d/b/a  
NORTH DAKOTA MILL & ELEVATOR ASSOCIATION

By: Michael S. Jones  
Name: Michael S. Jones  
Title: Director - Transportation

# Schedule A

## Number of Cars

## Equipment Description

30 5,660 C.F. P.D. covered hopper car

1	CEFX	76648
2	CEFX	76649
3	CEFX	76650
4	CEFX	76651
5	CEFX	76652
6	CEFX	76653
7	CEFX	76654
8	CEFX	76655
9	CEFX	76656
10	CEFX	76657
11	CEFX	76658
12	CEFX	76659
13	CEFX	76660
14	CEFX	76661
15	CEFX	76662
16	CEFX	76663
17	CEFX	76664
18	CEFX	76665
19	CEFX	76666
20	CEFX	76667
21	CEFX	76668
22	CEFX	76669
23	CEFX	76670
24	CEFX	76671
25	CEFX	76672
26	CEFX	76673
27	CEFX	76674
28	CEFX	76675
29	CEFX	76676
30	CEFX	76677